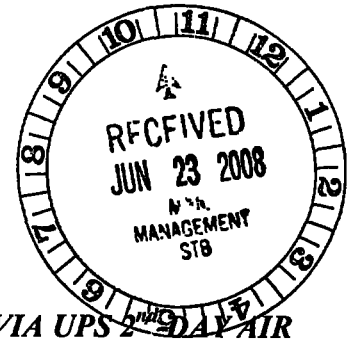


RECORDATION NO. 25411-C FILED

JUN 23 '08

2-39 PM

SURFACE TRANSPORTATION BOARD



June 20, 2008

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated May 16, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 25411.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Corn Products International, Inc.
5 Westbrook Corporate Center
Westchester, IL 60154

A description of the railroad equipment covered by the enclosed document is ninety (90) 5150 cu. ft. covered hopper cars, with FURX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Best regards,

Marcia Dunne
Rail Sr. Documentation Specialist

Enclosures

(CPI008)

JUN 23 '08

2-39 PM

ASSGN. NO. CPI008

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 16th day of May, 2008 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Corn Products International, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 21, 2004 whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 8 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 8, 2008 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

By: Janice L. Enolva
Name: JANICE L. ENOLVA

Title: MANAGER OF DOCUMENTATION Executed on this 16th day of MAY, 2008.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

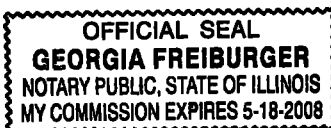
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 16th day of May, 2008

Georgia Freiburger
Notary Public

My Commission Expires:

5-18-2008
(Notary Public)



LESSEE:

CORN PRODUCTS INTERNATIONAL, INC.

By: Kimberly A. Hunter

Name: Kimberly A. Hunter

Title: Corporate Treasurer

ATTEST APPROVED BY:

By: [Signature]

Name: Cheryl K. Beebe

Title: V.P. & CFO

Executed on this 2nd day of May, 2008.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Cook

I, Cheryl A. Rutgens, a Notary Public of the County and State aforesaid, certify that Kimberly A. Hunter and Cheryl K. Beebe personally appeared before me this day and acknowledged ~~his~~ their due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2nd day of May 2008.

Cheryl A. Rutgens
Notary Public

Commission Expires:

5-10-08
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Ninety (90)

DESCRIPTION OF CARS: 5150 cubic foot capacity, covered hopper cars equipped with gravity outlets and trough hatches and 286,000 GWR

CAR NUMBERS:

FURX	840062	NDYX	843368	NDYX	843543
FURX	840507	NDYX	843377	NDYX	843544
FURX	840514	NDYX	843379	NDYX	843546
FURX	842813	NDYX	843382	NDYX	843547
FURX	842818	NDYX	843385	NDYX	843548
FURX	842823	NDYX	843392	NDYX	843549
FURX	842835	NDYX	843400		
FURX	842838	NDYX	843405		
FURX	842839	NDYX	843406		
FURX	842851	NDYX	843408		
FURX	842864	NDYX	843409		
FURX	842889	NDYX	843411		
FURX	842914	NDYX	843412		
FURX	842923	NDYX	843423		
FURX	842947	NDYX	843429		
FURX	842950	NDYX	843435		
FURX	842965	NDYX	843436		
FURX	843551	NDYX	843444		
FURX	843561	NDYX	843446		
FURX	843562	NDYX	843449		
FURX	843568	NDYX	843451		
FURX	843610	NDYX	843456		
FURX	843661	NDYX	843467		
NDYX	515386	NDYX	843478		
NDYX	515480	NDYX	843490		
NDYX	515780	NDYX	843495		
NDYX	515798	NDYX	843506		
NDYX	516120	NDYX	843508		
NDYX	843307	NDYX	843513		
NDYX	843311	NDYX	843514		
NDYX	843320	NDYX	843515		
NDYX	843324	NDYX	843516		
NDYX	843326	NDYX	843517		
NDYX	843328	NDYX	843518		
NDYX	843334	NDYX	843524		
NDYX	843335	NDYX	843525		
NDYX	843336	NDYX	843529		
NDYX	843345	NDYX	843534		
NDYX	843350	NDYX	843537		
NDYX	843355	NDYX	843538		
NDYX	843365	NDYX	843541		
NDYX	843367	NDYX	843542		